

LICENSE AGREEMENT

THIS LICENSE AGREEMENT (this "Agreement") is made and entered into effective for all purposes and in all respects as of the 24th day of May, 1999 (the "Effective Date"), by and among (i) HENRY M. JACKSON FOUNDATION FOR THE ADVANCEMENT OF MILITARY MEDICINE ("Foundation"), a tax-exempt Maryland corporation, (ii) SUNOL MOLECULAR CORPORATION ("Sunol"), a Delaware corporation, and (iii) BIOSYNEXUS INCORPORATED ("Biosynexus"), a Delaware corporation.

6. PATENT FILING, MAINTENANCE AND ABANDONMENT.

6.1. Beginning with the Effective Date, Biosynexus, at its own expense, shall prepare, file, prosecute and maintain U.S. and foreign patent applications and patents for the exclusively licensed Licensed Patent Rights (as referenced in Exhibits A-1, B and C-1), and as a result, Biosynexus shall have control over such exclusively licensed Licensed Patent Rights. Biosynexus shall consult with the respective licensor (Foundation, SJ Group or Sunol, as the case may be) with respect to such preparation, filing, prosecution and maintenance to the extent such consultation is reasonably practical (but in all events Biosynexus shall notify the appropriate licensor of such preparation, filing, prosecution and maintenance). The Foundation and Sunol, as applicable, will pay the cost of preparing, filing, prosecuting and maintaining U.S. and foreign patent applications and patents for, and thus will have control over such non-exclusively licensed Foundation Patents Rights and Sunol Patent Rights (as referenced in Exhibits A-2 and C-2) for the three (3) year period commencing as of the Effective Date. The parties hereto agree to cooperate in the preparation and execution (or cause their authorized agents to prepare and execute) all documents, instruments or other agreements reasonably necessary to enable the responsible party to apply for, to prosecute and to maintain the Licensed Patent Rights. Foundation, the SJ Group and Sunol, respectively, shall provide to Biosynexus, and Biosynexus shall reciprocally provide such parties with prompt written notice as to all matters which come to its attention and which may affect the preparation, filing, prosecution or maintenance of any such Licensed Patent Rights.

IN WITNESS WHEREOF, the parties hereto have executed this License Agreement as of the date first above written.

ATTEST:

HENRY M. JACKSON FOUNDATION FOR THE ADVANCEMENT OF MILITARY MEDICINE, a tax-exempt Maryland corporation

Henry M. Jackson

By: John W. Lowe
Name: John W. Lowe
Title: President

ATTEST:

SUNOL MOLECULAR CORPORATION, a Delaware corporation

Bernard Hwang

By: Henry C. Wong
Name: Henry C. Wong
Title: President & CEO

ATTEST:

Kristi M. Darnell

BIOSYNEXUS INCORPORATED, a Delaware corporation

By: Gerald W. Fischer
Name: Gerald W. Fischer
Title: President and CEO

EXHIBIT A-1
TO
LICENSE AGREEMENT

Foundation Patent Rights - Exclusive License

DIRECTED HUMAN IMMUNE GLOBULIN

Serial Number 08/458,418 (18-01)

Serial Number 08/459,164 (18-03)

Serial Number 08/460,622 (18-04)

Related Foreign Patents and Applications

Serial Number 32718/93 Australia

Serial number 2,117,480 Canada

Serial Number 93910435.3 European Patent Office

Serial Number 5-514800 Japan

BROADLY REACTIVE OPSONIC ANTIBODY

U.S. Patent No. 5,971,511 (02-05)

Serial Number 08/458,414 (19-01)

Related Foreign Patents and Applications

Serial Number 2,132,421 Canada

Serial Number 93907460.5 European Patent Office

Serial Number 105119 Israel

Serial Number 5-516636 Japan

Serial Number 45928 Philippines

Serial Number 93/1969 South Africa

IN VITRO METHODS

Serial Number 08/466,059 (20-02) – In Vitro Methods for Identifying Pathogenic Staphylococcus, for Identifying Immunoglobulin Useful for the Treatment of Pathogenic Staphylococcus Infections and In Vitro Methods for Employing Such Immunoglobulin

Gerald W. Fischer (VSI)

New application filed on 6/6/96; initial patent application filed on 10/22/90 (which was abandoned)

This patent application describes staphylococcal antigens that induce broadly reactive opsonic antibodies to both coagulase positive and negative staphylococci. Claims for such antigens may be useful in diagnostics and of value in vaccine constructs.

Related Foreign Patents and Applications

SURFACE PROTEINS

Serial Number 08/472,715 (21-01)

Serial Number 08/471,285 (21-03)

Related Foreign Patents and Applications

Serial Number 36371/95 Australia

Serial Number 2,200691 Canada

Serial Number 95933880.7 European Patent Office

Serial Number 8-511066 Japan

With respect to the Foundation Licensed Technology listed on Exhibit A-2, an exclusive worldwide right and license is granted that is limited to the field of the prevention and treatment of staphylococcal infections.

EXHIBIT A-2
TO
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Foundation Patent Rights Licensed on a Non-Exclusive Basis

Dual Carrier Immunogenic Constructs

Dr. James J. Mond and Andrew Lees
U.S. Application filed 2/10/93; Parent Application filed 2/11/92, Issued claims.

Activation and Derivatization of Soluble Polymers Using Cyano-Transfer Reagents

Dr. Andrew Lees
Patent disclosure 6/22/93

Producing Immunogenic Constructs Using Soluble Carbohydrates Activated Via Organic Cyanylating Reagents

Dr. Andrew Lees
Patent filed 9/22/93; C.I.P. Application filed 3/22/95 Issued claims. U.S. Patent #5,651,971, issued July 29, 1997.

Method of Activating Soluble Carbohydrate Using Novel Cyanylating Reagents for the Production of Immunogenic Constructs

Dr. Andrew Lees
Patent filed 6/27/95

Process for Preparing Conjugate Vaccines Including Free Protein and the Conjugate Vaccines, Immunogens and Immunogenic Reagents produced by this Process

Dr. Andrew Lees and James Mond
Patent filed 1/8/97

Coupling of Unmodified Proteins to Haloacyl or Dihaloacyl Derivatized Polysaccharides for the Preparation of Protein-Polysaccharide Vaccines

Dr. Andrew Lees
Patent filed 4/24/97

EXHIBIT B
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SJ Group Patent Rights - Exclusive License

Opsonic and Protective Monoclonal and Chimeric Antibodies Specific Lipoteichoic Acid of Gram Positive Bacteria

Fischer, Schuman, Wong, Stinson, VSI and Sunol

Filed June 16, 1997; Serial #60/049,871

This application describes a monoclonal antibody (MAB) that is directed against LTA and provides enhanced protection passively for S. aureus and S. epidermidis in animals. Thus epitopes on LTA may induce protection against staphylococci. In addition this MAB binds to other gram positives such as group A streptococcus and enterococcus. The peptide mimic that binds to this MAB is claimed. Peptide mimics of LTA could be very useful for development of vaccines to gram positive bacteria, since LTA is considered a key component for binding of gram-positive bacteria to epithelial cells. Foundation owns a fifty percent (50%) interest in this technology.

EXHIBIT C-1
TO
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SUNOL Patent Rights - Exclusive License

Exclusive basis:

A human single-chain antibody library consisting of the following: the specific collection of filamentous phages carrying human single-chain antibody fragments that were constructed with RNAs derived from the human spleen cells provided by the Uniformed Services University of the Health Sciences. This collections of phages was used in an in-vitro panning protocol to successfully isolate single-chain antibody fragments recognizing staphylococcal antigens.

EXHIBIT C-2
TO
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SUNOL Patent Rights Licensed on a Non-Exclusive Basis

Non-exclusive basis (an exclusive worldwide right and license is granted that is limited to the field of the prevention and treatment of staphylococcal infections):

1. Method Involving Display of Protein Binding Pairs on the Surface of Bacterial Pili and Bacteriophage US Patent #5,516,637
2. Methods for Peptide Synthesis and Purification US Patent #5,763,284
3. Peptide Synthesis and Purification by Fusion to PenI Protein or Precipitation Effective Portion Thereof US Patent # 5,888,775
4. Methods of Making Recombinant Cells USSN 09/204,979